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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	
	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 [RDD]
	:	
Debtors.	:	Jointly Administered
	:	
-----X	:	

**JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND PROOF OF CLAIM NUMBER 14135 (SPCP GROUP, L.L.C.
AS ASSIGNEE OF ENERGY CONVERSION SYSTEMS COMPANY
SPECIAL SITUATIONS INVESTING GROUP, INC.)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (the "Debtors") and SPCP Group, L.L.C. As Assignee Of Energy Conversion Systems Company, which was transferred, in part, to Merrill Lynch Credit Products LLC, and subsequently transferred, in part, to Special Situations Investing Group, Inc. ("SSIG," and collectively with SPCP Group, L.L.C. As Assignee Of Energy Conversion Systems Company, the "Claimant") respectfully submit

this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 14135 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

WHEREAS, on July 31, 2006, Claimant filed proof of claim number 14135 ("Proof Of Claim No. 14135") against DAS LLC. The Proof Of Claim asserts (i) an unsecured non-priority claim in the amount of \$1,036,543.35; and (ii) an unsecured priority claim in the amount of \$387,589.82, aggregating a total of \$1,424,133.17 for goods sold (the "Claim"); and

WHEREAS, on November 17, 2006, SPCP Group, L.L.C. As Assignee Of Energy Conversion Systems Company,¹ transferred, in part, Proof Of Claim No. 14135 to Merrill Lynch Credit Products, LLC pursuant to a notice of transfer (Docket No. 5571); and

WHEREAS, on November 21, 2006, Merrill Lynch Credit Products, LLC transferred its transferred portion of Proof Of Claim No. 14135 to Special Situations Investing Group, Inc. pursuant to a notice of transfer (Docket No. 5614); and

WHEREAS, on August 24, 2007, the Debtors objected to Proof of Claim

¹ SPCP Group, LLC As Assignee Of Energy Conversion Systems Company has retained a portion of its transferred claim in the amount of \$46,446.17, the Debtors have objected to this portion of Claim No. 14135.

No. 14135 pursuant to the Debtors' Twentieth Omnibus Objection Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate And Amended Claims, (B) Insufficiently Documented Claims, (C) Claims Not Reflected On Debtors' Books And Records, (D) Untimely Claim, And (E) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, Consensually Modified And Reduced Tort Claims, And Lift Stay Procedures Claims Subject To Modification (Docket No. 9151) (the "Twentieth Omnibus Claims Objection"); and

WHEREAS, the Twentieth Omnibus Claims Objection seeks to reduce Proof of Claim No. 14135 to a total claim of \$874,366.13 comprised as a general unsecured claim against DAS LLC; and

WHEREAS, on September 20, 2007, Energy Conversion Systems Company ("ECS") filed its Response to Motion for Twentieth Omnibus Objection to Claims (Docket No. 9454) (the "Response"). The Response asserts that Proof of Claim No. 14135 should be reduced and allowed in the amount of \$1,361,071.24 based on discussions between the Debtors and ECS; and

WHEREAS, on February 6, 2008, to resolve the Twentieth Omnibus Claims Objection with respect to the Claim, Delphi, DAS LLC and Claimant entered into a settlement agreement (the "Settlement Agreement"); and

WHEREAS, pursuant to the Settlement Agreement, Delphi and DAS LLC acknowledge and agree that the Claim shall be allowed against DAS LLC in the amount of \$1,185,000 as a general unsecured non-priority claim in favor of SSIG; and

WHEREAS, Delphi and DAS LLC are authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

NOW, THEREFORE, in consideration of the foregoing, the Debtors and Claimant stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$1,185,000 and shall be treated as an allowed general unsecured non-priority claim against DAS LLC in favor of SSIG.
2. The Response and the Twentieth Omnibus Claims Objection are hereby deemed withdrawn with prejudice.
3. The Settlement Agreement does not impact, alter or affect any other proofs of claim that Claimant has filed or owns against the Debtors and relates solely to those matters arising out of or related to the Claim.
4. The Clerk of the Court and/or the Debtors' claims agent are authorized to reflect the foregoing on the official claims register maintained in the Debtors' cases.

[signatures concluded on following page]

Dated: New York, New York
April 15, 2008

DELPHI CORPORATION, et al.,
Debtors and Debtors-in-Possession,
By their Bankruptcy Conflicts Counsel,
TOGUT, SEGAL & SEGAL LLP,
By:

/s/ Neil Berger
NEIL BERGER (NB-3599)
A Member of the Firm
One Penn Plaza, Suite 3335
New York, New York 10119
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Dated: New York, New York
March 18, 2008

SPCP GROUP L.L.C.
By its Counsel,
DREIER LLP
By: ANTHONY B. STUMBO

/s/ Paul B. Traub
PAUL TRAUB (PT 3752)
MAURA I. RUSSELL (MR 1178)
ANTHONY B. STUMBO (AS 9374)
499 Park Ave., 14th Floor
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(212) 328-6100

Dated: New York, New York
February 8, 2008

SPECIAL SITUATIONS INVESTING GROUP,
INC.
By its Counsel,
RICHARDS KIBBE & ORBE LLP
By: MICHAEL FRIEDMAN

/s/ Michael Friedman
One World Financial Center

New York, New York 10281-1003
(212) 328-6100

Dated: New York, New York
February 7, 2008

ENERGY CONVERSION COMPANY, INC.
By its Counsel,
MCCARTER & ENGLISH LLP
By: G. AMANDA MALLAN

G. Amanda Mallan
245 Park Avenue, 27th floor
New York, NY 10167-0001
(212) 609-6818

SO ORDERED

This 18th day of April, 2008
in New York, New York

/s/Robert D. Drain
HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE